

Exhibit II

24

Message

From: Weintraub, William P [WWeintraub@goodwinlaw.com]
Sent: 7/10/2017 19:13:37
To: nmoss@akingump.com; dgolden@AkinGump.com; Weintraub, William P [WWeintraub@goodwinlaw.com]; eweissfelner@brownrudnick.com; Martorana, Keith R. [KMartorana@gibsondunn.com]; HSteel@brownrudnick.com; Williams, Matt J. [MJWilliams@gibsondunn.com]
CC: Fox, Gregory W. [GFox@goodwinlaw.com]; Gillett, Gabriel K. [GGillett@gibsondunn.com]; Chorba, Christopher [CChorba@gibsondunn.com]; djnewman@akingump.com
Subject: RE: GUC Settlement (FRE 408)

Okay.

-----Original Message-----

From: Williams, Matt J. [MJWilliams@gibsondunn.com]
Received: Monday, 10 Jul 2017, 6:00PM
To: Moss, Naomi [nmoss@akingump.com]; Golden, Daniel [dgolden@AkinGump.com]; Weintraub, William P [WWeintraub@goodwinlaw.com]; Weissfelner, Ed (External) [eweissfelner@brownrudnick.com]; Martorana, Keith R. [KMartorana@gibsondunn.com]; Steel, Howard S. [HSteel@brownrudnick.com]
CC: Fox, Gregory W. [GFox@goodwinlaw.com]; Gillett, Gabriel K. [GGillett@gibsondunn.com]; Chorba, Christopher [CChorba@gibsondunn.com]; Newman, Deborah [djnewman@akingump.com]
Subject: RE: GUC Settlement (FRE 408)

ok for me

Matthew J. Williams

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
200 Park Avenue, New York, NY 10166-0193
Tel +1 212.351.2322 • Fax +1 212.351.5232
MJWilliams@gibsondunn.com • www.gibsondunn.com

From: Moss, Naomi [mailto:nmoss@akingump.com]
Sent: Monday, July 10, 2017 5:58 PM
To: Golden, Daniel <dgolden@AkinGump.com>; Weintraub, William P <WWeintraub@goodwinlaw.com>; Weissfelner, Ed (External) <eweissfelner@brownrudnick.com>; Martorana, Keith R. <KMartorana@gibsondunn.com>; Steel, Howard S. <HSteel@brownrudnick.com>
Cc: Fox, Gregory W. <GFox@goodwinlaw.com>; Williams, Matt J. <MJWilliams@gibsondunn.com>; Gillett, Gabriel K. <GGillett@gibsondunn.com>; Chorba, Christopher <CChorba@gibsondunn.com>; Newman, Deborah <djnewman@akingump.com>
Subject: RE: GUC Settlement (FRE 408)

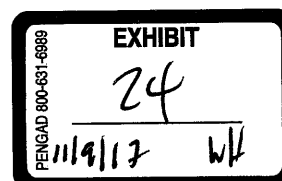
Apologies, but Akin is available tomorrow at 12:30 p.m. Would it be possible to push the call?

Naomi Moss

Direct: +1 212.872.1044 | Internal: 31044

From: Golden, Daniel
Sent: Monday, July 10, 2017 10:37 AM
To: Weintraub, William P; Weissfelner, Ed (External); 'Martorana, Keith R.'; Steel, Howard S.
Cc: Fox, Gregory W.; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; Moss, Naomi; Newman, Deborah
Subject: RE: GUC Settlement (FRE 408)

Akin too



Daniel H. Golden

AKIN GUMP STRAUSS HAUER & FELD LLP

One Bryant Park | New York, NY 10036-6745 | USA | Direct: +1 212.872.8010 | Internal: 38010
Fax: +1 212.872.1002 | dgolden@akingump.com | akingump.com | [Bio](#)

From: Weintraub, William P [<mailto:WWeintraub@goodwinlaw.com>]

Sent: Monday, July 10, 2017 10:18 AM

To: Weisfelner, Ed (External); 'Martorana, Keith R.'; Steel, Howard S.; Golden, Daniel

Cc: Fox, Gregory W.; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; Moss, Naomi; Newman, Deborah

Subject: RE: GUC Settlement (FRE 408)

Okay for me.

From: Weisfelner, Edward S. [<mailto:EWeisfelner@brownrudnick.com>]

Sent: Monday, July 10, 2017 10:13 AM

To: 'Martorana, Keith R.'; Weintraub, William P; Steel, Howard S.; Golden, Daniel

Cc: Fox, Gregory W.; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; nmoss@akingump.com;
dnewman@akingump.com

Subject: RE: GUC Settlement (FRE 408)

Works for me

From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]

Sent: Monday, July 10, 2017 10:12 AM

To: Weisfelner, Edward S.; Weintraub, William P; Steel, Howard S.; Golden, Daniel

Cc: Fox, Gregory W.; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; nmoss@akingump.com;
dnewman@akingump.com

Subject: RE: GUC Settlement (FRE 408)

External E-mail. Use caution accessing links or attachments.

Noon? I'm not sure an in person meeting is required – we could probably just do via a call.

Keith Martorana
Of Counsel

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
200 Park Avenue, New York, NY 10166-0193
Tel +1 212.351.3991 • Fax +1 212.351.6391
KMartorana@gibsondunn.com • www.gibsondunn.com

From: Weisfelner, Edward S. [<mailto:EWeisfelner@brownrudnick.com>]

Sent: Monday, July 10, 2017 10:08 AM

To: Martorana, Keith R. <KMartorana@gibsondunn.com>; Weintraub, William P
<WWeintraub@goodwinlaw.com>; Steel, Howard S. <HSteel@brownrudnick.com>; Golden, Daniel
<dgolden@AkinGump.com>

Cc: Fox, Gregory W. <GFox@goodwinlaw.com>; Williams, Matt J. <MJWilliams@gibsondunn.com>; Gillett,
Gabriel K. <GGillett@gibsondunn.com>; Chorba, Christopher <CChorba@gibsondunn.com>;
nmoss@akingump.com; dnewman@akingump.com

Subject: RE: GUC Settlement (FRE 408)

I, for one, can't make tomorrow at 2. I can meet in the morning or early afternoon any time before 2.

From: Martorana, Keith R. [<mailto:KMartorana@gibsondunn.com>]
Sent: Monday, July 10, 2017 10:05 AM
To: Weintraub, William P; Weisfelner, Edward S.; Steel, Howard S.; Golden, Daniel
Cc: Fox, Gregory W.; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; nmooss@akingump.com; dnewman@akingump.com
Subject: RE: GUC Settlement (FRE 408)

External E-mail. Use caution accessing links or attachments.

GDC is available tomorrow to discuss. I'll suggest 2:00 p.m., but we can be flexible.

Keith Martorana
Of Counsel

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
200 Park Avenue, New York, NY 10166-0193
Tel +1 212.351.3991 • Fax +1 212.351.6391
KMartorana@gibsondunn.com • www.gibsondunn.com

From: Martorana, Keith R.
Sent: Monday, July 10, 2017 9:51 AM
To: 'Weintraub, William P' <WWeintraub@goodwinlaw.com>; Edward S. Weisfelner
(eweisfelner@brownrudnick.com) <eweisfelner@brownrudnick.com>; Steel, Howard S.
<HSteel@brownrudnick.com>; Golden, Daniel <dgolden@AkinGump.com>
Cc: Fox, Gregory W. <GFox@goodwinlaw.com>; Williams, Matt J. <MJWilliams@gibsondunn.com>;
Gillett, Gabriel K. <GGillett@gibsondunn.com>; Chorba, Christopher <CChorba@gibsondunn.com>;
nmooss@akingump.com; dnewman@akingump.com
Subject: RE: GUC Settlement (FRE 408)

No.

Keith Martorana
Of Counsel

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
200 Park Avenue, New York, NY 10166-0193
Tel +1 212.351.3991 • Fax +1 212.351.6391
KMartorana@gibsondunn.com • www.gibsondunn.com

From: Weintraub, William P [<mailto:WWeintraub@goodwinlaw.com>]
Sent: Monday, July 10, 2017 9:50 AM
To: Martorana, Keith R. <KMartorana@gibsondunn.com>; Edward S. Weisfelner
(eweisfelner@brownrudnick.com) <eweisfelner@brownrudnick.com>; Steel, Howard S.
<HSteel@brownrudnick.com>; Golden, Daniel <dgolden@AkinGump.com>
Cc: Fox, Gregory W. <GFox@goodwinlaw.com>; Williams, Matt J. <MJWilliams@gibsondunn.com>;
Gillett, Gabriel K. <GGillett@gibsondunn.com>; Chorba, Christopher <CChorba@gibsondunn.com>;
nmooss@akingump.com; dnewman@akingump.com
Subject: RE: GUC Settlement (FRE 408)

Have you seen the comments I sent on Saturday? I assumed Danny circulated.

From: Martorana, Keith R. [mailto:KMartorana@gibsondunn.com]
Sent: Monday, July 10, 2017 9:49 AM
To: Weintraub, William P; Edward S. Weisfelner (eweisfelner@brownrudnick.com); Steel, Howard S.; Golden, Daniel
Cc: Fox, Gregory W.; Williams, Matt J.; Gillett, Gabriel K.; Chorba, Christopher; nmoss@akingump.com; dnewman@akingump.com
Subject: RE: GUC Settlement (FRE 408)

Copying the rest of the GDC and Akin teams.

Keith Martorana
Of Counsel

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
200 Park Avenue, New York, NY 10166-0193
Tel +1 212.351.3991 • Fax +1 212.351.6391
KMartorana@gibsondunn.com • www.gibsondunn.com

From: Weintraub, William P [mailto:WWeintraub@goodwinlaw.com]
Sent: Monday, July 10, 2017 9:46 AM
To: Edward S. Weisfelner (eweisfelner@brownrudnick.com) <eweisfelner@brownrudnick.com>; Steel, Howard S. <HSteel@brownrudnick.com>; Golden, Daniel <dgolden@AkinGump.com>; Martorana, Keith R. <KMartorana@gibsondunn.com>
Cc: Fox, Gregory W. <GFox@goodwinlaw.com>
Subject: GUC Settlement (FRE 408)

Ed/Howie/Danny/Keith:

A few thoughts:

Consistent with my comments in my email of 7/8/2017 (see items 12, 15, and 16), section 3.1 must be similarly modified to have all of the releases and waivers triggered by entry of the Settlement Order.

The form of Settlement Order seems to contemplate all of the releases and waivers occurring at the same time, but it does not recite the correct paragraphs. See paragraph 5. In any event, the trigger for all of the waivers and releases should be entry of the Settlement Order and payment of the Settlement Amount. The efficacy of the Adjustment Shares Waiver can be subject to the condition subsequent of entry of the Claims Estimate Order, but Bob's and TJ's clients will not waive disgorgement up front without knowing they will not be sharing the Adjustment Shares with the unitholders. We cannot risk up front approval of the release of the Plaintiffs' disgorgement claims and later disapproval of the release of the unitholders ability to share in the Adjustment Shares in connection with the Claims Estimate Order. This could theoretically happen if the two releases (disgorgement and sharing) are approved separately rather than as a package.

The form of Settlement Order has a release that is being imposed on the "Plaintiffs" with all of the typical release language and waivers. There should be a parallel provision that reflects the release by the parties being released by the Plaintiffs. These parties should release any claims to the Settlement Amount, the Settlement Fund, and, conditioned upon entry of the Claims Estimate Order, the Adjustment Shares.

As with the Settlement Agreement, in the Settlement Order, the restriction on the use of the Settlement Amount/Settlement Fund to distribution of the Adjustment Shares should not apply if the Claims Estimate Order is not entered.

Paragraph 9 of the form of Settlement Order does not contemplate appeal from an adverse ruling by the Plaintiffs.

Perhaps you have already thought of this, but It seems to me that we need to have the form of notice blessed before we give it. Otherwise... well, you know the otherwise. I think this requires a separate motion re notice procedures and deadlines. Why spend the money on notice only to find out at the hearing that Judge Glenn does not like what we did? His prior approval is the preferred approach. Also, we think the allocation between EL and PI/WD that results from the mediation should be in the notice of the settlement hearing so that we do not have to give notice a second time, people get a fair opportunity to object to the allocation, and we bar any second guessers from taking a second bite down the road. In addition, we think we should add to add to the notice that will be given to the vehicle owners a deadline (approved by Judge Glenn) to put up or shut up on demonstrating a due process violation relative to the notice of the 11/30/2009 bar date.

When do people want to discuss?

William P Weintraub



Goodwin Procter LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018
o +1 212 813 8839
m +1 917 861 7200
f +1 212 419 0964
WWeintraub@goodwinlaw.com | goodwinlaw.com

This message was sent from Goodwin Procter LLP and is intended only for the designated recipient(s). It may contain confidential or proprietary information and may be subject to the attorney-client privilege or other confidentiality protections. If you are not a designated recipient, you may not review, copy or distribute this message. If you receive this in error, please notify the sender by reply e-mail and delete this message. Thank you.

This message may contain confidential and privileged information. If it has been sent to you in error, please reply to advise the sender of the error and then immediately delete this message.

The information contained in this electronic message may be legally privileged and confidential under applicable law, and is intended only for the use of the individual or entity named above. If the recipient of this message is not the above-named intended recipient, you are hereby notified that any dissemination, copy or disclosure of this communication is strictly prohibited. If you have received this communication in error, please notify Brown Rudnick LLP, (617) 856-8200 (if dialing from outside the US, 001-(617)-856-8200) and purge the communication immediately without making any copy or distribution.

The information contained in this electronic message may be legally privileged and confidential under applicable law, and is intended only for the use of the individual or entity named above. If the recipient of this message is not the above-named intended recipient, you are hereby notified that any dissemination, copy or disclosure of this communication is strictly prohibited. If you have received this communication in error, please notify Brown Rudnick LLP, (617) 856-8200 (if dialing from outside the US, 001-(617)-856-8200) and purge the communication immediately without making any copy or distribution.

The information contained in this e-mail message is intended only for the personal and confidential use of the recipient(s) named above. If you have received this communication in error, please notify us immediately by e-mail, and delete the original message.